



## **By-laws**

**Institut National du Sport du Québec**

**12 décembre 2019**

# Institut national du sport du Québec

## By-laws

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In these by-laws, the masculine voice is used with a generic and non-discriminatory intention and solely for the purpose of simplifying the text.

In the event of any conflict or discrepancy between the English and French versions of these bylaws, the French version shall prevail.

## **RÈGLEMENTS GÉNÉRAUX**

### **BYLAW NO 1 -**

Given the by-laws of the corporation named INSTITUT NATIONAL DU SPORT DU QUÉBEC, duly incorporated under the provisions of the Companies Act by virtue of letters patent dated April 30, 1997.

## **Chapter I : GENERAL PROVISIONS**

### **SECTION 1. Name of Corporation**

The corporation is named “INSTITUT NATIONAL DU SPORT DU QUÉBEC” and hereinafter referred to as the “Institute.”

### **SECTION 2. Purposes**

The Institute was established for the following purposes:

- To help high performance athletes and coaches prepare themselves to achieve maximum performance levels at Olympic and Paralympic Games, World Championships and other major international competitions
- To contribute to the development of high performance athletes' performance levels.
- To improve the accessibility on a priority basis, availability and quality of the services and facilities required by identified high performance athletes and coaches.
- To improve the fluency in French, experience and efficiency of the identified high performance coaches.
- To promote high-performance sports in Québec through a coordinated approach with the Institute's partners

### **SECTION 3. Head office**

The Institute's head office is located in Montréal and at such civic address as the board of directors may determine from time to time.

### **SECTION 4. Membership fees**

The board of directors sets the annual membership fees on a yearly basis.

## Chapter II : MEMBERS

### SECTION 5. Categories

The Institute counts six (6) member categories, i.e.:

- a) **Athletes** – Athletes who have been designated to receive an Équipe Québec program bursary or its equivalent, from Gouvernement du Québec.

Ceases to be a member any athlete who has lost this designation as at April first (1<sup>st</sup>) of the current year.

Are members all athletes aged eighteen (18) years and up at least thirty (30) days before the date of the Annual meeting

- b) **Coaches** – Coaches who have been designated to receive an Équipe Québec program bursary, or its equivalent, from Gouvernement du Québec.

Ceases to be a member any coach who has lost this designation as at April first (1<sup>st</sup>) of the current year.

- c) **National sports organizations (NSOs) and provincial sports organizations (PSOs)** that have a service agreement with the Institute.

Member NSOs and PSOs are those that have a service agreement in effect with the Institute thirty (30) days before the date of the Annual meeting.

Each NSO and PSO designates a representative. The organization must inform the Institute in writing of the identity of its representative before the date of the Annual meeting.

- d) **Associate members** are organizations whose mission complements the Institute's mission and whose membership has been approved by the board of directors, pursuant to a selection process managed by the latter. The board of directors approves the list of associate members on a yearly basis.

Each associate member designates a representative and must confirm its representative before the date of the Annual meeting

- e) **Honorary members** are individuals or organizations that the board of directors wishes to honour for services rendered to the Institute.

- f) **Members of the board of directors** of the Institute.

## Chapter III : GENERAL MEETINGS

### SECTION 7. Composition

The meeting is composed of the members of the Institute who were in good standing thirty (30) days before the date of the Annual meeting.

#### **SECTION 8. Vote**

- Each member is entitled to one vote;
- Proxy votes are not allowed;
- The Chairman of the board of directors of the Institute is entitled to a second or casting vote in the case of an equality of votes;
- Votes are taken by a show of hands unless a secret vote is requested by at least one third (1/3) of attending members;
- Honorary members have the right to speak only.

#### **SECTION 9. Quorum**

The number of attending members constitutes the quorum at any General meeting.

#### **SECTION 10. Annual meeting**

The Institute holds its Annual meeting within four (4) months following the end of its fiscal year, at the place and on the date determined by the board of directors. The notice of meeting signed by the Chairman of the board of directors or the secretary must be given to the members by regular mail, telephone, facsimile or email at least fifteen (15) days in advance.

#### **SECTION 11. Powers of the General meeting**

- Ratify the Institute's by-laws and their amendments;
- Receive the Institute's annual report of activities;
- Receive the Institute's financial results;
- Ratify the acts of the Institute's directors;
- Appoint the auditor for the Institute's fiscal year;
- Ratify the decision of the board of directors concerning the election of directors, following the recommendation of the nominating committee;
- Take notice of the Institute's mission, vision and main strategic orientations.

#### **SECTION 12. Special meetings**

A Special meeting is called by the secretary if requested by the board of directors or at least ten percent (10%) of the Institute's members. The notice of meeting must be given to the members by regular mail, telephone, facsimile or email at least fifteen (15) days in advance.

## **Chapter IV : BOARD OF DIRECTORS**

### **SECTION 13. Composition**

The board of directors is made up of the following eleven (11) directors, each of whom has a right to vote:

- a) A retired athlete who resides in Québec and who has already received an Équipe Québec program bursary or its equivalent, by virtue of a Sport Canada senior card, excluding those who are directors, permanent employees or contractual employees of a NSO, a PSO or a sport organization which has a mission that complements the Institute's mission;
- b) A retired coach who resides in Québec and who has already received an Équipe Québec program bursary or its equivalent, excluding those who are directors, permanent employees or contractual employees of a NSO, a PSO or a sport organization which has a mission that complements the Institute's mission;
- c) Nine (9) directors who have the knowledge and skills recommended by the nominating committee and adopted by the board of directors from time to time;

On the board of directors, a minimum of four (4) positions shall be held by women and a minimum of four (4) positions shall be held by men. Should a minimum not be attained, the board of directors shall see to filling vacancies in accordance with these minima.

The Board may select from among its members an Executive Committee composed of at least three directors, which may exercise the powers of the Board of Directors, except those powers which by law must be exercised by the Board of Directors and those which the Board of Directors may expressly reserve for itself.

If necessary, the Executive Committee reports on its activities at each Board Meeting and the Board may then reverse or modify the decisions taken, provided that the rights of third parties are not affected.

### **SECTION 14. Terms (duration and number)**

Each director holds office for a two-year (2) term. A director cannot hold office for more than five (5) terms.

Five (5) seats shall be up for election during odd years and six (6) seats shall be up for election during even years.

### **SECTION 15. Powers of the board of directors**

- Adopt the Institute's vision, mission and strategic orientations;
- Adopt the Institute's annual budget;
- Conduct of the Institute's affairs;
- To inquire about any matter he considers important ;

- Adopt the Institute's policies;
- Adopt the Institute's year-end financial report;
- Adopt amendments to the Institute's by-laws;
- Hire the president and chief executive officer, assess his performance, set his remuneration and determine his roles and responsibilities;
- Exercise all other powers granted to it by law and the Institute's by-laws.

#### **SECTION 16. Meeting of the board of directors**

The board of directors meets as often as deemed necessary upon request of the Chairman of the board of directors or a majority of board members. The notice of meeting signed by the president or secretary-treasurer is given by regular mail, telephone, facsimile or email at least five (5) days before a scheduled meeting date.

The board of directors meets in person at least once per quarter.

At each regular meeting of the board of directors and at each special meeting, unless otherwise determined by the board of directors, the members shall hold an in camera session.

##### **SECTION 16.1 Meeting by phone**

If a majority of the directors consent thereto, a director may participate in a meeting of the board of directors by means enabling all participants to communicate verbally with each other, namely by telephone. Such director is deemed to have attended the meeting.

##### **SECTION 16.2 Waiver of notice**

Any director may waive in writing any notice of meeting of the board of directors.

Said director's sole presence at the meeting is deemed to be a waiver, unless said director is attending specifically to object to the meeting being held because it was not adequately called.

##### **SECTION 16.3 Written resolutions**

Resolutions in writing signed by all the directors entitled to vote on them are as valid as if they had been passed at meetings of the board of directors.

A copy of each resolution is kept with the minutes of the meeting of the board of directors.

##### **SECTION 16.4. Quorum**

The quorum at any Meeting of the Board of Directors shall be a majority of the elected members of the Board of Directors.



## **SECTION 17. Vacancies**

If a vacancy occurs among the directors, it is up to the Board of Directors, on the recommendation of the Governance Committee, to fill the vacancy as the case may be, while respecting the minimum number of directors.

Vacancies occurring on the Board, whether by reason of death, resignation, disqualification, removal or other causes, are filled by the Board of Directors. The Board will determine the circumstances that constitute a vacancy.

Directors thus appointed complete the terms of their predecessors and the term thus completed is not calculated in the maximum of five (5) terms allowed.

A vacancy does not prevent the board of directors from continuing to transact business, provided quorum is present.

## **SECTION 18. Chairman of the Board**

A Chairman is elected by and from among the members of the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting.

A director may not hold the office of Chairman of the board of directors for more than three (3) terms.

Exceptionally the Board may allow a director to occupy the office of Chairman of the board for a fourth (4) term.

### **SECTION 18.1. Duties and functions**

Over and above the duties and functions with which they are vested under the Companies Act and these by-laws, the Chairman of the Board have the following duties and functions:

- Preside General meetings and meetings of the board of directors;
- Sign the Institute's cheques and other instruments in accordance with the Institute's policies as adopted by the board of directors from time to time;
- Oversee the adequate performance of all duties and functions with which are vested the committees, directors and president and chief executive officer;
- Conduct all other duties and functions as assigned by the board of directors.

### **SECTION 18.2. Replacement**

The Board of Directors shall determine a replacement to act in the event of the absence or inability to act of the Chairman of the Board.

## **SECTION 19. Indemnity**

The Institute indemnifies all directors against:

- a) all costs, charges and expenses that they support or incur during or for an action, a proceeding or a procedure against them, concerning or by reason of acts committed or accomplished in the performance of their duties;
- b) All other costs, charges and expenses that they support or incur during or for the Institute's business or relative to this business, except those resulting from their own negligence or wilful default.

#### **SECTION 20. Remuneration**

Neither the directors nor the officers of the Institute are remunerated. However, they are entitled to the reimbursement of the expenses they incur in the performance of their duties, in accordance with the standards established by the board of directors to this effect.

### **Chapter V : COMMITTEES OF THE BOARD OF DIRECTORS**

#### **SECTION 21. Committees**

The Board of Directors may establish committees as it deems necessary for the proper functioning of the Institute and determine their rules and procedures. It shall also constitute the committees referred to in Section 23 to 25.

The Chairman of the Board shall be an ex-officio member of all committees of the Board.

#### **SECTION 22. HUAMN RESOURCES COMMITTEE**

##### **SECTION 22.1 Composition**

The Human Resources Committee is composed of a minimum of three (3) members of the Board.

The Human Resources Committee may be supported in its work by the President and Chief Executive Officer and by any other person it deems appropriate.

##### **SECTION 22.2 Committee chair**

The Chair of the Human Resources Committee shall be elected by and from among the directors who are members of the Committee.

The Chair will preside over meetings of the Human Resources Committee and report on its activities to the Board of Directors.

### SECTION 22.3 **Nomination**

The members of the Human Resources Committee remain in office until they are replaced on the Committee or until their term on the Board expires.

Members hold office until their successor is appointed, unless they resign, their office becomes vacant, they cease to sit on the board of directors or they need to be replaced for any other reason with cause.

### SECTION 22.4 **Vacancies**

Vacancies on the Human Resources Committee because of death, resignation, disqualification, removal from office or any other causes are filled by the board of directors.

### SECTION 22.5 **Meetings**

Meetings of the Human Resources Committee may be held without notice at such time and place as the Chair of the Committee shall determine.

At each regularly scheduled meeting of the Committee and at each special meeting, unless the Committee decides otherwise, the members shall hold an in camera session.

### SECTION 22.6 **Quorum**

A majority of the members of the Human Resources Committee shall constitute a quorum at meetings of the Committee.

### SECTION 22.7 **Procedure**

The procedure for meetings shall be as determined by the Chair of the Committee from time to time.

The Committee keeps a record of the minutes of meetings.

### SECTION 22.8 **Responsibilities**

The responsibilities of the Human Resources Committee include, but are not limited to, the following:

- Establish and recommend competency and experience profiles, as well as personal qualities and aptitudes to be sought within the Board of Directors in order to create added value based on the opportunities and risks faced by the Institute;
- Implement a professional guidance and development policy for directors;
- Ensure that human resources policies are adopted and implemented;

- Develop and propose a competency profile and evaluation criteria for the President and CEO;
- Establish a succession plan for key positions within the Institute;
- Contribute to the selection of the management team;
- Define and recommend to the Board of Directors the salary structure of the Institute's staff, including the management team;
- Submit a summary report of its activities at each meeting of the Board of Directors.

#### **SECTION 22.9 Remuneration and indemnity**

The members of the Human Resources Committee are not directly remunerated in exchange for the services they render. They are entitled to the same indemnity afforded to the directors.

### **SECTION 23 AUDIT COMMITTEE**

#### **SECTION 23.1 Composition**

The Audit Committee is composed of a minimum of three (3) members of the Board.

The Audit Committee is supported in its work by the President and Chief Executive Officer and by any other person it deems appropriate.

Any person whose presence or participation is desired by the Committee may also attend meetings as an invited guest.

#### **SECTION 23.2 Committee chair**

The Chair of the Audit Committee shall be elected by and from among the directors who are members of the Committee.

The Chair will preside over meetings of the Audit Committee and report on its activities to the Board of Directors.

#### **SECTION 23.3 Nomination**

The members of the Audit Committee remain in office until they are replaced on the Committee or until their term on the Board expires.

Members hold office until their successor is appointed, unless they resign, their office becomes vacant, they cease to sit on the board of directors or they need to be replaced for any other reason with cause.

#### SECTION 23.4 **Vacancies**

Vacancies on the Audit Committee because of death, resignation, disqualification, removal from office or any other causes are filled by the board of directors.

#### SECTION 23.5 **Meetings**

Meetings of the Audit Committee may be held without notice at such time and place as the Chair of the Committee shall determine.

At each regularly scheduled meeting of the Committee and at each special meeting, unless the Committee decides otherwise, the members shall hold an in camera session.

#### SECTION 23.6 **Quorum**

A majority of the members of the Audit Committee shall constitute a quorum at meetings of the Committee.

#### SECTION 23.7 **Procedure**

The procedure for meetings shall be as determined by the Chair of the Committee from time to time.

The Committee keeps a record of the minutes of meetings.

#### SECTION 23.8 **Responsibilities**

The responsibilities of the Audit Committee include, but are not limited to, the following:

- Reviewing the external auditors' comments, observations and recommendations concerning the accounting practices used by the Institute and monitoring their implementation;
- Reviewing with management and the auditors, prior to their release, the financial statements, notes, explanations, and variances in relation to the budget and prior years;
- Recommend approval of the financial statements to the Board of Directors;
- Ensures that adequate and effective accounting policies and internal control mechanisms are in place;
- Ensures that a risk management process is applied to the Institute's activities;
- Review with the auditors any problems or difficulties encountered and resolve any disagreements between management and the auditors.
- Review any activity that may adversely affect the sound financial position of the Institute and advise the Board of Directors in writing of any management

operation or practice that is not sound or that does not comply with the by-laws or policies of the Institute.

- Submit a summary report of its activities at each meeting of the Board of Directors;
- Establish an investment policy, oversee its execution, and analyze the results.

#### **SECTION 23.9 Remuneration and indemnity**

The members of the Audit Committee are not directly remunerated in exchange for the services they render. They are entitled to the same indemnity afforded to the directors.

### **SECTION 24 GOVERNANCE COMMITTEE**

#### **SECTION 24.1 Composition**

The Governance Committee is composed of a minimum of three (3) members of the Board.

With respect to the recommendation of Board members, the Committee will, if necessary, call upon at least two directors whose terms are not being renewed to participate in the work of the Committee with respect to the recommendation of candidates for Board membership.

The Governance Committee may be supported in its work by the President and Chief Executive Officer and by any other person it deems appropriate.

#### **SECTION 24.2 Committee chair**

The Chair of the Committee will be elected by and from among the directors who are members of the Committee.

The Chair will preside over meetings of the Governance Committee and report on its activities to the Board of Directors.

The Chair of the Governance Committee will act as Secretary to the Board of Directors.

#### **SECTION 24.3 Nomination**

The members of the Governance Committee remain in office until they are replaced on the Committee or until their term on the Board expires.

Members hold office until their successor is appointed, unless they resign, their office becomes vacant, they cease to sit on the board of directors or they need to be replaced for any other reason with cause.

#### SECTION 24.4 **Vacancies**

Vacancies on the Governance Committee because of death, resignation, disqualification, removal from office or any other causes are filled by the board of directors.

#### SECTION 24.5 **Meetings**

Meetings of the Governance Committee may be held without notice at such time and place as the Chair of the Committee shall determine.

At each regularly scheduled meeting of the Committee and at each special meeting, unless the Committee decides otherwise, the members shall hold an in camera session.

#### SECTION 24.6 **Quorum**

A majority of the members of the Audit Committee shall constitute a quorum at meetings of the Committee.

#### SECTION 24.7 **Procedure**

The procedure for meetings shall be as determined by the Chair of the Committee from time to time.

The Committee keeps a record of the minutes of meetings.

#### SECTION 24.8 **Responsibilities**

The Committee's responsibilities include, but are not limited to, the following:

- Ensuring that the Institute maintains the highest standards in terms of ethics and governance
- Develop and propose to the Board the rules of governance of the Institute;
- Develop and propose to the Board a code of ethics applicable to directors, officers and employees, ensure its application and follow up on breaches;
- Ensure the updating and distribution to Board members of the governance documents developed and other documents approved by the Board and its committees;
- Identify and recommend to the Board of Directors candidates for election as directors;
- Submit a summary report of its activities at each Board meeting and, at the Board meeting preceding the Annual Meeting, a report of the nominations received and appointments recommended.

#### **SECTION 24.9 Remuneration and indemnity**

The members of the Audit Committee are not directly remunerated in exchange for the services they render. They are entitled to the same indemnity afforded to the directors.

### **Chapter VI : FINAL PROVISIONS**

#### **SECTION 25. Fiscal year**

The fiscal year ends on the thirty-first (31<sup>st</sup>) day of the month of March each year.

#### **SECTION 26. Financial report**

The Institute's annual financial report, as prepared by the auditor, is approved by the board of directors and filed at the Institute's annual meeting of members.

#### **SECTION 27. Contracts**

Contracts and other documents requiring the signature of the Institute are approved by the persons designated, in accordance with the policies adopted by the board of directors from time to time.

#### **SECTION 28. Amendments to these by-laws**

The board of directors may, within the limits set under the Companies Act, amend these by-laws, repeal them or adopt new by-laws and any such amendment, repeal or new by-law comes into effect as soon as adopted and remains in effect until the next annual or special meeting of the Institute's members, at which time it must be ratified to remain in effect. A majority of members present must approve the ratification.

#### **SECTION 29. Repeal of the previous by-laws**

The present by-laws repeal and replace the previous by-laws.

ADOPTED BY THE DIRECTORS ON APRIL 15, 2003.

APPROVED BY THE MEMBERS ON JUNE 9, 2003.

ADOPTED BY THE DIRECTORS ON DECEMBER 22, 2009.

APPROVED BY THE MEMBERS ON MARCH 23, 2010.

ADOPTED BY THE DIRECTORS ON JANUARY 19, 2012.

APPROVED BY THE MEMBERS ON JANUARY 19, 2012.



ADOPTED BY THE DIRECTORS ON JUNE 9, 2014.

APPROVED BY THE MEMBERS ON JUNE 19, 2014.

ADOPTED BY THE DIRECTORS ON MARCH 28, 2019.

APPROVED BY THE MEMBERS ON JULY 4, 2019

ADOPTED BY THE DIRECTORS ON DECEMBER 12, 2019.

APPROVED BY THE MEMBERS ON JULY 16, 2020